CFN 97064760 04-17-97 12:14 pm
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Sandy Crawford
Clerk Of Courts, Brevard County
#Pgs: 6 #Names: 2
Trust: 3.50 Rec: 25.00 Serv 0.00
Deed: 20,837.60 Excise: 0.00
Mtg: 0.00 nt Tax: 0.00

~~After recording, return to~~:
Dillard Department Stores, Inc.
1600 Cantrell Road
Little Rock, Arkansas 72201
Attn: James W. Cherry, Jr.

SPECIAL WARRANTY DEED

This Special Warranty Deed made effective April 14, 1997 and executed on the 10th day of April, 1997 by Mervyn's, a California corporation, hereinafter referred to as "Grantor", whether one or more, for and in consideration of the sum of TEN DOLLARS ($10.00) cash, and other good and valuable consideration in hand paid by the Grantee, herein named, the receipt and sufficiency of which is hereby fully acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does hereby GRANT, SELL and CONVEY unto Dillard Department Stores, Inc., a Delaware corporation, herein referred to as "Grantee", whose tax mailing address is: 1600 Cantrell Road, Little Rock, Arkansas 72201, the real property described on attached Exhibit "A".

This conveyance, however, is made and accepted subject to the validly existing encumbrances, conditions and restrictions, relating to the hereinabove described property as now reflected by Exhibit B attached hereto.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, Grantee's heirs, executors, administrators, successors and/or assigns forever; and Grantor does hereby bind Grantor's heirs, executors, administrators, successors and/or assigns to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantee, Grantee's heirs, executors, administrators, successors and/or assigns, against every person whomsoever claiming or to claim the same or any part thereof, by, through or under Grantor but not otherwise.

IN WITNESS WHEREOF, the said Grantor has caused these presents to be executed in its name and its corporate seal to be hereunto affixed, by its proper officers, thereunto duly organized the day and year first above written.

WITNESSES:

William P. Hise

Robert L. Nys

MERVYN'S

Michael J. Wahlig
Vice President
777 Nicollet Mall
Minneapolis, Minnesota 55402

RETURN TO: Fran
... TITLE INSURANCE COMPANY
... COURTENAY PKWY SUITE 30
MERRITT ISLAND FL 32953

255

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STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 10th day of April, 1997 by Michael J. Wahlig, as Vice President of Mervyn's, on behalf of the corporation. He is personally known to me.

Rosalind M. Zavada
Notary Public, State of Minnesota

My Commission Expires:



Drafted by:
William P. Hise
Dayton Hudson Corporation
777 Nicollet Mall
Minneapolis, MN 55402

DHC: 19541

M-255
Melbourne Square Mall
Melbourne, FL

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EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1: AS TO FEE SIMPLE

A parcel of land located in the Northwest 1/4 of Section 5, Township 28 South, Range 37 East, Brevard County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of the Northwest 1/4 of said Section 5;

THENCE West a distance of 360.00 feet to a point on the centerline of Evans Road;

THENCE the following courses along the centerline of Evans Road;

THENCE South 00° 01' 45" East, a distance of 300.00 feet to a point;

THENCE 839.97 feet along the arc of a circular curve, concave to the Northeast, having a radius of 2236.43 feet and a chord distance of 835.04 feet, bearing South 10° 47' 20" East to a point;

THENCE South 21° 32' 55" East, a distance of 153.58 feet to a point;

THENCE 797.12 feet along the arc of a circular curve, concave to the Southwest, having a radius of 2122.34 feet and a chord distance of 792.44 feet, bearing South 10° 47' 20" East to a point;

THENCE South 00° 01' 45" East, a distance of 308.31 feet to a point on the Centerline of survey (also known as centerline of new right-of-way of New Haven Avenue (SR 500);

THENCE North 89° 46' 32" East along the said centerline of New Haven Avenue, a distance of 720.09 feet to a point;

THENCE North 00° 13' 28" West, a distance of 57.00 feet to a point on the North right-of-way line of New Haven Avenue and principal point and place of beginning of the following description;

THENCE North a distance of 230.88 feet to a point;

THENCE due West, a distance of 178.15 feet to a point;

THENCE 59.57 feet along an arc to the right having a radius of 207.50 feet and a chord of 59.36 feet, bearing North 81° 40' 34" West to a point;

THENCE due North, a distance of 503.01 feet to a point;

THENCE due East, a distance of 213.00 feet to a point;

THENCE due North, a distance of 18.00 feet to a point;

THENCE due East, a distance of 30.00 feet to a point;

THENCE due North, a distance of 39.50 feet to a point;

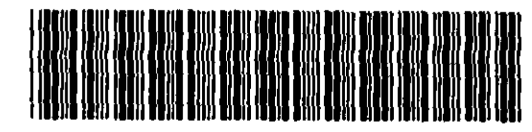
THENCE due East, a distance of 290.00 feet to a point;

THENCE due South, a distance of 109.42 feet to a point;

THENCE due East, a distance of 155.00 feet to a point;

THENCE due South, a distance of 484.69 feet to a point;

THENCE North 86° 39' 54" West, a distance of 155.36 feet to a point;



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EXHIBIT "A"
LEGAL DESCRIPTION
(Continued)

THENCE due South, a distance of 201.64 feet to a point on the North right-of-way line of New Haven Avenue, thence the following courses along the North right-of-way line of New Haven Avenue;

THENCE South 89° 46' 32" West, a distance of 107.05 feet to a point;

THENCE North 44° 06' 09" West, a distance of 36.07 feet to a point;

THENCE South 89° 46' 32" West, a distance of 80.00 feet to a point;

THENCE South 27° 32' 03" West, a distance of 42.94 feet to a point;

THENCE South 89° 46' 32" West, a distance of 64.00 feet to the principal point and place of beginning.

PARCEL 2: NON-EXCLUSIVE EASEMENT AS FOLLOWS:

a. Easement and Operating Agreement between Belk-Lindsey Company of Melbourne, Florida, Incorporated, Federated Department Stores, Incorporated, J.B. Ivey and Company, Alstores Realty Corporation, Jordan Marsh Company and Melbourne-JCP Associates, Limited, dated as of March 2, 1982, recorded March 2, 1982 in O.R. Book 2354, page 2732; and

b. First Amendment to Easement and Operating Agreement by and among Belk-Lindsey Company of Melbourne, Florida, Incorporated, Federated Department Stores, Incorporated, J.B. Ivey and Company, Alstores Realty Corporation, Jordan Marsh Company and Melbourne-JCP Associates, Limited, dated as of February 24, 1983, recorded February 25, 1983 in O.R. Book 2413, page 1188; and

c. Assignment and Assumption of Operating Agreement by and between Allied Stores General Real Estate Company and Mervyn's, dated September 18, 1991, recorded September 25, 1991, in O.R. Book 3151, page 3856, Public Records of Brevard County, Florida.

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 1997 and subsequent years.

2. Agreement to install water mains and sewer lines between the CITY OF MELBOURNE and EDWARD J. DEBARTOLO CORPORATION, dated March 23, 1981, recorded May 28, 1981 in Official Records Book 2302, page 1100, Public Records of Brevard County, Florida.

3. Easement granted to FLORIDA POWER & LIGHT COMPANY from BELK-LINDSEY COMPANY OF TAMPA, FLORIDA FEDERATED DEPARTMENT STORES, INCORPORATED, J. B. IVEY AND COMPANY, ALSTORES REALTY CORPORATION and MELBOURNE - JCP ASSOCIATES, dated as of July 13, 1982, recorded on August 16, 1982 in Official Records Book 2381, page 2760, Public Records of Brevard County, Florida as shown on the Boundary and Improvement Location Survey, prepared by Outlaw & Rice Engineers, Inc., dated August 2, 1991, Job No. S 2902-1.

4. Utility Easement granted to the CITY OF MELBOURNE from MELBOURNE - JCP ASSOCIATES, LIMITED, ALSTORES REALTY CORPORATION, BELK - LINDSEY COMPANY OF MELBOURNE, FLORIDA, INCORPORATED, FEDERAL DEPARTMENT STORES, INCORPORATED AND J. B. IVEY AND COMPANY dated as of November 3, 1982, recorded December 8, 1982 in Official Records Book 2399, page 2277, Public Records of Brevard County, Florida as shown on the Boundary and Improvement Location Survey, prepared by Outlaw & Rice Engineers, Inc., dated August 2, 1991, Job No. S 2902-1.

5. Reservation Easement for State Road Right-of-Way, recorded in Deed Book 262, page 29, Public Records of Brevard County, Florida as shown on the Boundary and Improvement Location Survey, prepared by Outlaw & Rice Engineers, Inc., dated August 2, 1991, Job No. S 2902-1.

6. Covenants, conditions, restrictions, rights, easements, as contained in:

   a. Easement and Operating Agreement between Belk-Lindsey Company of Melbourne, Florida, Incorporated, Federated Department Stores, Incorporated, J. B. Ivey and Company, Alstores Realty Corporation, Jordan Marsh Company and Melbourne-JCP Associates, Limited, dated as of March 2, 1982, recorded March 2, 1982 in O.R. Book 2354, page 2732;

b. First Amendment to Easement and Operating Agreement by and among Belk-Lindsey Company of Melbourne, Florida, Incorporated, Federated Department Stores, Incorporated, J. B. Ivey and Company, Alstores Realty Corporation, Jordan Marsh Company and Melbourne-JCP Associates, Limited, dated as of February 24, 1983, recorded February 25, 1983 in O.R. Book 2413, page 1188; and

c. Assignment and Assumption of Operating Agreement by and between Allied Stores General Real Estate Company and Mervyn's, dated September 18, 1991, recorded September 25, 1991, in O. R. Book 3151, page 3856, Public Records of Brevard County, Florida.

7. Development of Regional Impact Order by EDWARD J. DEBARTOLO CORPORATION, filed in Official Records Book 3338, page 8, First Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3338, Page 15, Second Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3341, page 3691, Third Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3371, page 4162, Fourth Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3376, page 2678, Fifth Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3390, page 194, Sixth Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3464, page 157, Seventh Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3550, page 3204, Eighth Amendment to Development of Regional Impact Order for Melbourne Square Mall, filed in Official Records Book 3556, page 135, and Notice of Adoption of Development Order filed in Official Records Book 3559, page 569, Public Records of Brevard County, Florida.

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